

CHARTER,
BY-LAWS
—AND—
RULES OF ORDER.

Church of The Annunciation,

CORNER OF
TWELFTH AND DIAMOND STREETS,
PHILADELPHIA.

In the Court of Common Pleas, No. 3, for the County of Philadelphia.

TO THE HONORABLE THE JUDGES OF SAID COURT:

The Petition of "The Rector, Church Wardens and Vestrymen of the Church of Our Merciful Saviour," of the City of Philadelphia, respectfully represents: That by virtue of a decree of the Court of Common Pleas for the City and County of Philadelphia, made the fourth day of March, Anno Domini one thousand eight hundred and seventy-two, the petitioners and their associates were created a Corporation, according to the Articles and conditions set forth in a certain instrument of writing, presented to and approved by the said Court, and now hereto annexed: That by the Seventh Article of the said instrument of writing, it is provided that the said Charter may be amended in the following manner, that is to say: Any proposed amendment shall be submitted to a stated or special meeting of the Vestry, and if the same shall be approved by a majority of the whole of the members thereof, the same shall be submitted to a meeting of the congregation who are entitled to vote for Vestrymen; and if approved by a majority of persons present at such meeting, the same shall be submitted to the next Convention; and if it be by it approved, shall be and form part of the Charter, upon the subsequent confirmation thereof by the Court which granted the original Charter, or other competent authority.

Your petitioner further represents, that at a stated meeting of the Vestry of "The Rector, Church Wardens and Vestrymen of the Church of Our Merciful Saviour," held on the first day of November, Anno Domini one thousand eight hundred and eighty, it was duly proposed to amend the Charter of the aforesaid Corporation, by changing the name thereof to "The Rector, Church Wardens and Vestrymen of the Church of the Annunciation;" and further to amend said Charter, in Section Four of the same, so that said Section Four shall be and read as follows, that is to say:

"*Fourth.*—The Rector of the Church shall be elected by the Church Wardens and Vestrymen in such manner as the Statutes and By-Laws shall ordain. The Vestry of said Church shall consist of twelve persons, lay members of said Church, and citizens of Pennsylvania, who shall continue in office for one year, and until others be chosen; and the election of whom shall be made every year, on Easter Monday, by a majority of such male communicants of said Parish, not less than twenty-one years of age, who shall appear by the Vestry-books to have paid not less than twenty-five dollars in each year, for two successive years, immediately preceding the time of such election, for the general expenses of said Church. Provided, that in case of the failure to elect Vestrymen on that day, the Corporation shall not, on that account, be dissolved; but the election shall be holden on some other day, in such manner as the By-Laws may prescribe; and any vacancy occurring in the Vestry shall be supplied by the remaining members thereof. At the meetings of the Vestry, the Rector, if present, may preside, and in all matters, excepting such as concern the property of the corporation, shall be entitled, in common with the several members of the Vestry, to one vote."

And your petitioner further represents, that the said proposed amendments to the Charter of the said corporation were then and there duly approved by a majority of all the members of the Vestry of said corporation; and further, that the said proposed amendments to said Charter were afterwards duly submitted to a meeting of the congregation of said Church who are entitled to vote for Vestrymen, at a meeting of said congregation duly convened and held on the seventh day of February, Anno Domini one thousand eight hundred and eighty-one, and the same were unanimously approved by the persons present at said meeting; and further, that the said proposed amendments to the Charter were afterwards submitted to the next Convention of the Protestant Episcopal Church in the Diocese of Pennsylvania, convened and held in the City of Philadelphia, on the tenth and several following days of May, in the year last aforesaid, and the said amendments were, to wit, on the thirteenth day of May, in the year last aforesaid, duly approved by the said Convention.

Your petitioner therefore prays the Court to allow and approve of the aforesaid amendments to the said Charter, and to decree that the said alterations and amendments shall be deemed and taken to be a part of the instrument upon which the said corporation was formed and established, to all intents and purposes as if the same had been originally made part thereof.

H. G. BATTERSON, *Rector.*

GEO. G. ROBERTS, *Rector's Warden.*

GEO. W. TERRY, *Accounting Warden.*

GEO. G. LOUDEN,

WM. H. THAW,

WM. N. MARCUS,

JOHN V. TERRY,

C. IRVINE WRIGHT,

THOMAS VOIGT,

WM. HOBART BROWN,

HOWARD WELLS,

JAS. A. FIELDS,

} *Vestrymen.*

CITY OF PHILADELPHIA, ss.

Harry Coleman, being duly sworn, says: That the Rev. H. G. Batterson, whose name is signed to the foregoing petition, is the Rector; that George G. Roberts and George W. Terry, whose names are also signed as aforesaid, are the Church Wardens; and that the said George G. Roberts, George W. Terry, and George G. Loudon, William H. Thaw, William N. Marcus, John V. Terry, C. Irvine Wright, Thomas Voight, William Hobart Brown, Howard Wells, and James A. Fields, whose names are also signed as aforesaid, are Vestrymen of "The Church of Our Merciful Saviour;" that the names signed to the said petition are in the respective handwriting of the said persons; that the amendments and alterations in the said instrument of writing, in the foregoing petition mentioned, were proposed and adopted as is therein set forth, and that the aforesaid persons were directed to sign said petition on behalf of the said corporation.

Sworn and subscribed before me, the

23d day of February, A. D. 1882.

HARRY COLEMAN.

S. W. REEVES,

Notary Public.

[SEAL.]

IN THE COURT OF COMMON PLEAS, No. 3,
OF PHILADELPHIA COUNTY.

In the matter of the amendment of the Charter of "The Rector, Church Wardens and Vestrymen of the Church of Our Merciful Saviour": And now, this third day of April, A. D. 1882, the foregoing amendment and alterations of the Charter of "The Rector, Church Wardens and Vestrymen of the Church of Our Merciful Saviour," having been duly presented to this Court, in order that the same might be deemed and taken to be part of the Charter of the said corporation, and it appearing that such amendments and alterations are lawful and beneficial, and do not conflict with the requirements of the Act of the General Assembly of this Commonwealth, entitled "An Act to provide for the Incorporation and Regulation of certain Corporations," approved the 29th day of April, 1874, nor with the Constitution of this State, it is hereby ordered and decreed that notice thereof shall be given by publication, in accordance with the Statute in such case made and provided.

T. K. FINLETTER.

And now, the sixth day of May, A. D. 1882, the foregoing amendments, alterations and improvements having been presented to the Court, accompanied by due proofs of publication of notice thereof, and no cause having been shown to the contrary, it is, on motion of William S. Price, Esquire, ordered and decreed that, upon the recording of the same, the said amendments, alterations and improvements shall be deemed and taken to be part of the Charter of the said corporation.

JAS. R. LUDLOW,

P. J., C. P., No. 3.

[SEAL]

Recorded in the office for Recording of Deeds, in and for the City and County of Philadelphia, in Charter Book No. 6, page 529, &c.

Witness my hand and seal of office, this tenth day of May, A. D. 1882.

JOHN O'DONNELL,

Recorder of Deeds.

[SEAL]

CHARTER

—OF—

The Rector, Church Wardens and Vestrymen of “The Church of Our Merciful Saviour.”

Whereas, the following named persons, citizens of this Commonwealth, viz: E. S. Widdemer, Andrew L. Britton, Frank S. Baker, Wm. R. Schuyler, J. K. T. Bell, M. D., John Holland, John A. Seeds, Robt. B. Sterling, Henry James, Harry S. Hawkins, D. M. Leidig, John Q. Lane, have, together with other citizens, associated for the purpose of worshipping Almighty God according to the faith and discipline of the Protestant Episcopal Church in the United States of America; and have, for that purpose, formed a congregation at the North West corner of Norris and Camac Street, in the 28th Ward of the City of Philadelphia, Pennsylvania, and are now desirous to be incorporated, agreeable to the provisions of the Act of the General Assembly of Pennsylvania, entitled “An Act to confer on certain Associations of the citizens of this Commonwealth the powers and immunities of corporations, or bodies politic in law, and the supplements thereto.” They therefore declare the following to be the object, articles and condition of their said Association, agreeably to which they desire to be incorporated, viz:—

First.—The name of the Corporation shall be “The Rector, Church Wardens and Vestrymen of the Church of Our Merciful Saviour.”

Second.—This Church acknowledges itself to be a member of, and to belong to, the Protestant Episcopal Church in the State of Pennsylvania, and the Protestant Episcopal Church in the United States of America. As such, it accedes to, recognizes, and adopts the constitution, canons, doctrine, discipline and worship of the Protestant Episcopal Church in the State of Pennsylvania, and of the Protestant Episcopal Church in the United States, and acknowledges their authority accordingly. Any member of this Church or corporation who shall disclaim or refuse conformity to the said authority shall cease to be a member of this corporation, and shall not be elected, or vote in the election of Vestrymen, or exercise any office or function in, concerning or connected with, the said Church or corporation.

Third.—The rents and revenues of this corporation shall be, from time to time, applied for the maintenance and support of the Rector, Ministers, and officers of said Church, and in the erection and necessary repairs of the Church, Church-yard, parsonage house, and other houses which now do, or hereafter shall belong to the said corporation, and to no other use or purpose whatsoever. Provided, that all the property of the said corporation shall be taken, held and enure, subject to the control and disposition of the Vestry of the same; and provided, that the clear annual value or income of the real and personal estate held by the said corporation shall not at any time exceed five thousand dollars.

Fourth.—The Rector of this Church shall be elected by the Church Wardens and Vestrymen, in such manner as the statutes and By-Laws shall ordain. The Vestry of the said Church shall consist of twelve persons, lay

members of the said Church, and citizens of Pennsylvania, who shall continue in office for one year, and until others be chosen; and the election of whom shall be made every year, on Easter Monday, by a majority of such members of the said Church as shall appear by the Vestry-books to have paid two successive years, immediately preceding the time of such election, for a pew or sitting in said Church. Provided, that until the next Easter Monday after the expiration of five years from the date of this charter, members of said Church who shall in any way have contributed to the erection of the Church, or to the support of the Rector or Minister thereof, shall be entitled to vote at the election of Vestrymen; and provided, that in case of the failure to elect Vestrymen on that day, the corporation shall not, on that account, be dissolved; but the election shall be holden on some other day, in such manner as the By-Laws may prescribe; and any vacancy occurring in the Vestry shall be supplied by the remaining members thereof. At the meeting of the Vestry, the Rector, if present, may preside, and in all matters, except such as concern the property of the corporation, shall be entitled, in common with the several members of the Vestry, to one vote.

Fifth.—No person shall be Rector, or Assistant Minister of this Church, unless he shall have had Episcopal Ordination, and unless he be in full standing with the Protestant Episcopal Church in the State of Pennsylvania, and in the United States, and recognized as such by the Bishop of this Diocese,—or, in the case of a vacancy in the Episcopate, by the Standing Committee of the Diocese.

Sixth.—The Vestry shall have full power to choose their own officers; and they shall annually, at the first meeting after their election, choose one of their own number to be one Church Warden, and the Rector for the time being shall elect another of the said Vestrymen to be the other Church Warden of the said Church. In case of a vacancy in the office of Rector at the time of the election, the other Church Warden shall also be chosen by the Vestry, to remain until the election of a Rector, or a new election of the Vestry; and during such vacancy, all the powers of the corporation shall be exercised by the Vestry, as fully and entirely as if no such vacancy had occurred. Provided always, That it shall be the duty of the said Church Wardens and Vestrymen to elect another Rector to supply the vacancy as soon as conveniently may be.

Seventh.—This Charter may be amended in the following manner, that is to say: Any proposed amendment shall be submitted to a stated or special meeting of the Vestry, and if the same shall be approved by a majority of the whole of the members thereof, the same shall be submitted to a meeting of the congregation who are entitled to vote for Vestrymen, and if approved by a majority of the persons present at such meeting, the same shall be submitted to the next Convention, and, if by it approved, shall be and form part of the Charter, upon the subsequent confirmation thereof by the Court which granted the original Charter, or other competent authority.

Eighth.—In case of the dissolution of the said Corporation, all the property of the same shall vest in trustees, in trust, to hold and convey the same to and for any future congregation of members of the Protestant Episcopal Church which may be formed in the same neighborhood, and to and for no other purpose; and the said trustees shall consist of such persons as may be appointed by the proper Court, on the application of any interested party.

Ninth.—The following named persons shall be the Church Wardens and Vestrymen, to continue in office until the election on Easter Monday next,

and until others be chosen, viz:—John A. Boger, Andrew L. Britton, Frank S. Baker, Sec'y, Wm. R. Schuyler, J. K. T. Bell, M. D., John Holland, John A. Seeds, Robt. B. Sterling, Henry James, Harry S. Hawkins, Jas. J. Cooper, John Q. Lane.

Tenth.—The Corporation shall have power to enact By-Laws for their own government, provided such By-Laws shall not be repugnant to the constitution and laws of the United States, or of this Commonwealth, or this Charter.

E. S. WIDDEMER,
ANDREW L. BRITTON,
FRANK S. BAKER,
WM. R. SCHUYLER,
J. K. T. BELL, M. D.,
JOHN HOLLAND,

JOHN A. SEEDS,
ROBT. B. STERLING,
HENRY JAMES,
HARRY S. HAWKINS,
D. M. LEIDIG,
JOHN Q. LANE.

Examined, and approved.

WM. S. LEINE.

CITY AND COUNTY OF PHILADELPHIA, ss.

Be it remembered that, at a Court of Common Pleas, held at the City aforesaid, for the City and County aforesaid, on the 13th day of February, A. D. 1872, the above and foregoing instrument was presented to the Court on behalf of the persons therein named, in order that they might be incorporated according to law, and according to the objects, articles and conditions therein set forth.

Wherefore, on motion of John Q. Lane, Esq., the Court ordered that the said instrument of writing be filed, and that notice of the said application be published according to law. And now, to wit, on the fourth day of March, A. D. 1872, due proof having been exhibited of the publication of notice of such application, and the Court having examined the said instrument of writing, and the objects, articles and conditions therein contained appearing to be lawful, do decree and declare that the persons therein named, and their associates, shall, according to the articles and conditions in the said instrument of writing set forth and contained, become and be a Corporation or body politic in law and in fact, with all the rights and privileges which are incident to such associations, and by which they are in law or equity entitled to. And further ordered, that the said instrument of writing, or Charter of Incorporation, shall be recorded in the office for Recording of Deeds, &c., in and for the city and county of Philadelphia.

In testimony whereof, I have hereunto set my hand, and affixed the seal of said Court, this sixteenth day of March, A. D. 1872.

GEORGE T. DEISS,

Deputy Prothonotary.

[SEAL.]

Recorded in the office for Recording Deeds, &c., in and for the City and County of Philadelphia, in Charter Book No. 1, page 84, &c.

Witness my hand and seal of office, this 7th day of November, A. D. 1873.

F. T. WALTON,

Recorder.

[SEAL.]

BY-LAWS.

ARTICLE I.

No person shall be eligible to the office of Vestryman, who is not a Communicant of the Church, and over twenty one years of age.

SECTION 1. The time and place of holding the election shall be announced to the congregation on the Sunday preceding the election, both morning and evening.

SEC. 2. No person shall be entitled to a vote who is not a communicant member of the parish, and who has not contributed at least Twenty-five Dollars in each year, for two years next preceding the date of the election.

SEC. 3. The Rector of the parish shall always be entitled to a vote.

SEC. 4. The Rector and Church Wardens shall nominate from the communicant members of the Church, twelve Vestrymen each year. The names so nominated shall be read to the congregation on Passion Sunday. Other names may be nominated to the Rector or Wardens, which shall be read to the congregation on Palm Sunday. After which, no nominations shall be received.

ARTICLE II.

SECTION 1. The Vestry shall choose two communicants of the parish, one of whom shall be a Vestryman, to be Judges of the election, and shall cause them to be notified of their appointment. In case the Judges so appointed should neglect to act, the Rector, with the Wardens, shall make a new appointment, or, with the consent of the Rector, the Wardens may act as Judges of the election.

SEC. 2. The Vestry, at the regular meeting next before the date of the election, shall fix the time and place at which the polls shall open and close, which time shall be announced when the notice is given in the Church. A written and official list of all persons entitled to vote at the Easter election shall be prepared for the Judges of said election, and signed by the Rector, Accounting Warden, and Secretary. In case of a vacancy in the Rectorship, the certificate shall be signed by the Rector's Warden, Accounting Warden and Secretary.

SEC. 3. At the close of the polls, the Judges shall count the votes, and thereupon notify the Secretary, who shall cause to be notified each of the candidates elected, to attend a meeting of the Vestry, on the day next following the election, at an hour named in the notice for the purpose of organizing; at which meeting the Judges shall make their official return in writing.

SEC. 4. The Vestry shall cause the return of the Judges of the election to be entered at large upon their minutes, and the result of the election shall be publicly announced in the Church on the Sunday following.

SEC. 5. In case of vacancies by resignation or otherwise, such vacancies shall be filled by the remaining Vestrymen, and the persons so elected shall continue in office until the next annual election.

SEC. 6. In case of a failure to elect Vestrymen on Easter Monday, the election may be held at any other time appointed by the Vestry for that purpose.

ARTICLE III.

SECTION 1. The stated meetings of the Vestry shall be held on Easter Tuesday, and thereafter on the First Monday Evening in each month, (always excepting July, August and September,) at such time and place as the Vestry may appoint.

SEC. 2. Five members shall constitute a quorum for the transaction of business:—*Provided*, That no sum of money exceeding One Hundred Dollars shall be disposed of, nor any salary increased unless the words "money to be disposed of," shall be contained in the notice of such meeting, nor unless eight members of the Vestry are present, the consent of a majority of whom shall be necessary.

SEC. 3. At the first stated meeting after their election, the Vestry shall elect one of their number, who shall be the Accounting Warden, and the Rector shall appoint another member of the Vestry, who shall be the Rector's Warden. The Vestry shall then elect a Secretary from their own body; and shall elect such other officers as may be necessary.

SEC. 4. The Vestry shall also elect Lay Deputies to represent the parish in the Diocesan Convention, as required by the Canons of the Church. In case of failure to elect officers and Lay Deputies, or either of them as aforesaid, the election may be held at any subsequent meeting of the Vestry. All elections shall be by ballot, unless the same shall be dispensed with by unanimous consent.

SEC. 5. The Rector, Church Wardens, or any two members of the Vestry, may require the Secretary to call Special Meetings, and written notices of such meetings shall be left at the house or place of business of each Vestryman, at least twenty-four hours before the proposed time of meeting, signifying the time, place and object thereof.

SEC. 6. The Rector, or in his absence, the Rector's Warden, shall preside at the meetings of the Vestry; but if both be absent, any member present may be appointed Chairman for the time being.

ARTICLE IV.

SECTION 1. For the election of a Rector or Assistant Minister, at least eight votes shall be required; *Provided*, That the consent of the Rector shall always be necessary to render the election of an Assistant Minister valid.

SEC. 2. In either case, the person to be elected, must have been nominated openly at a previous meeting of the Vestry, the notices of which shall have been issued at least one week previous to the holding thereof, and shall have expressed therein, that such nomination would then be made and received; and the notices for the meeting at which such election is intended, shall express such intention; and no election as aforesaid shall be held until at least two weeks shall have elapsed from and after the nomination of the candidate.

SEC. 3. The election of a Rector or Assistant Minister, shall always be by ballot.

SEC. 4. In case of the election of a Rector or an Assistant Minister, publication thereof shall be made on the next ensuing Sunday by the officiating Minister, morning and evening.

ARTICLE V.

SECTION 1. The Church Wardens shall have a general superintendence of the property of the Corporation, and shall take care that the Sexton, and other officers of the Church, shall perform their duties in a satisfactory manner, and that good order be maintained in and about the Church during the time of Divine Service. They shall have power to make purchases of all articles necessary for the use of the Church, not exceeding in amount the sum of One Hundred Dollars per quarter, unless by order of the Vestry.

SEC. 2. The Accounting Warden shall have the custody of the Title Deeds, Seal, and Account Books of the Corporation. He shall have charge of all the revenues of the Corporation, which he shall deposit in one of the Banks of the city, to his credit as "Accounting Warden of The Church of The Annunciation," and shall disburse them under the direction of the Vestry; and shall enter in a book, to be kept for the purpose, all sums received and paid by him, which book shall be open to the inspection of the Vestry whenever desired. He shall pay the Rector, and all other officers of the Corporation respectively, the stated salaries or compensation, monthly. For all payments made by him, he shall take full and proper receipts as his vouchers therefor. He shall render to the Vestry annual accounts of all receipts and disbursements, at the stated meeting on Easter Tuesday, and shall at that time have prepared and before the Vestry, a statement of all the liabilities of the Corporation in debt, and to whom the same are owing respectively, and also a statement of all the property, claims and effects belonging to the Corporation, which accounts shall be referred to a Committee, to be audited.

SEC. 3. The Secretary shall keep regular minutes of the proceedings of the Vestry, notify its members of all its meetings, call special meetings, when required, and perform all such duties as pertain to his office.

SEC. 4. All books, papers and records of the Corporation shall be delivered by the Secretary and Wardens to their successors in office.

ARTICLE VI.

The Accounting Warden shall provide a book, in which the Rector or officiating Minister can record an account of all Marriages, Baptisms, Confirmations or Burials at which he shall have officiated. This book shall belong to, and remain with the Vestry as a part of the Church Records. Certificates from these Records, under seal, shall, when requested, be given by the Rector or Wardens, without charge.

ARTICLE VII.

The Standing Committees shall be appointed by the Rector, at the stated meeting on Easter Tuesday, and shall consist of: Three members on the Committee on Contributions, whose duty shall be to solicit and secure regular and systematic contributions for the support of the services of the Church; three members on the Committee on Accounts; and such other Committees as shall by the Vestry seem necessary and advisable.

ARTICLE VIII.

No repeal or alteration of these By-Laws shall be made, unless proposed at a previous meeting, and adopted by two-thirds of the members present; the notices for both meetings having expressed that alterations in the By-Laws will be proposed or acted upon.

RULES OF ORDER.

All Vestry meetings shall be opened with prayer.

- 1st. The Secretary shall read the minutes of the preceding meeting.
- 2d. Report of the Accounting Warden.
- 3d. Report of Special Committees.
- 4th. Resolutions.
- 5th. Reports of Standing Committees.
- 6th. Miscellaneous Business.
- 7th. In case of a ruling of the Chair, which is not in accordance with well known rules of business, an appeal may be taken; and the decision on the appeal shall be final, unless opened by the request of at least three members who voted on the appeal.
- 8th. No member shall interrupt another while he has the floor. A question may be asked, but no interruption of the debate shall be in order.
- 9th. Adjournment.